

Fissell Decl.
Ex. 12

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS**

BLOOMBERRY RESORTS AND HOTELS, INC.

Held on 13 January 2014
At the Solaire Resort & Casino

PRESENT:

Enrique K. Razon, Jr.
Jose Eduardo J. Alarilla
Christian R. Gonzalez
Donato C. Almeda
Thomas Arasi

ALSO PRESENT:

Silverio Benny J. Tan

PROCEEDINGS

I. CALL TO ORDER

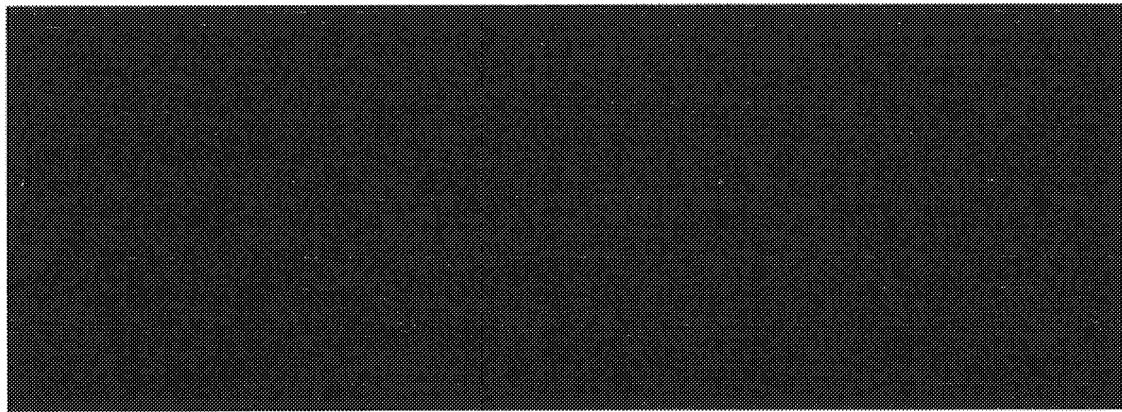
The Chairman, Mr. Enrique K. Razon, Jr., called the meeting to order and presided over the same. The Corporate Secretary, Atty. Silverio Benny J. Tan, recorded the minutes thereof.

II. CERTIFICATION OF QUORUM

The Corporate Secretary certified that at least a majority of the members of the Board were present at the meeting and that there was therefore a quorum to transact business.

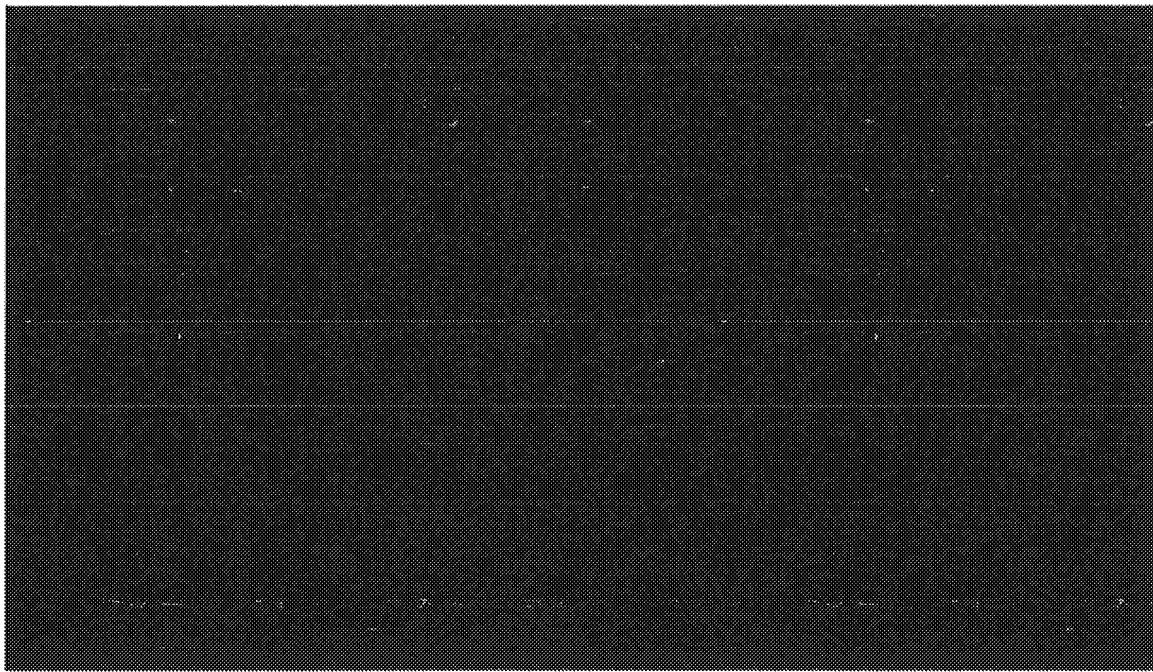
III. OPENING OF [REDACTED] ACCOUNTS

Upon motion duly made and seconded, the directors approved the following resolutions:



IV. AUTHORITY TO FILE COMPLAINTS AND INITIATE ACTIONS

Upon motion duly made and seconded, the directors approved the following resolution:



V. ACTIONS AGAINST GLOBAL GAMING PHILIPPINES LLC (GGAM)

The Chairman said that GGAM is selling the 921 Million shares in its name in Bloomberg Resorts Corporation, even while the arbitral tribunal has not been convened for the arbitration that GGAM initiated after we terminated the Management Services Agreement. We would be left with an empty bag if GGAM sells the shares as it has no assets in the Philippines. It was suggested that we ask for a voluntary suspension of trading with the PSE. We should also file a suit to prevent GGAM from disposing of the shares. After a discussion of the options and the reasons for our proposed actions the Board instructed Atty Tan to seek a voluntary trading suspension of the BRC shares with the PSE. The Board also authorized the filing of suits and actions as necessary to protect the interest of the Corporation against GGAM.

After a discussion and on motion duly made and seconded, the Board approved the following resolutions:

RESOLVED, that the Corporation appoint Ms. Estella Tuason-Ocetta as its authorized representative, with full and necessary authority or powers to: (a) cause the filing, commencement, and/or prosecution of any action, petition, appeal, pleading and/or motion for and on behalf of the Corporation to attach and prevent the disposition of shares of stock owned by Global Gaming Philippines LLC ("GGAM") in Bloomberg Resorts Corporation (BRC), and if the shares have been sold, to attach and prevent the remittance or disposition of the proceeds of the sale of such shares, and any other action to prevent the disposition of those shares or its proceeds pending the resolution of the arbitration case between GGAM and Bloomberg Resorts and Hotels Inc. and Sureste Properties Inc.; (b) defend the Corporation and/or its shareholders, directors, officers, agents and representatives from any action; (c) execute and deliver any necessary verification, certification or other document to give full effect to these resolutions; (d) to appear for and on behalf of the Corporation or otherwise represent the Corporation, before any proper court, tribunal or authority in

connection with any of these resolutions or during any preliminary conference, pre-trial or other proceedings or matters; (e) appoint substitute/alternate authorized representatives without losing her own authority/powers under these resolutions under such terms, conditions and limitations as such authorized representative may imposed, and to revoke such appointment for any reason whatsoever, and (f) authorize, decide execute and/or submit any matter including matters under or required by the Rules of Court of the Republic of the Philippines or other applicable law, issuances or rules of procedure, such as but not limited to matters under similar or relevant to preliminary conferences, pre-trials or those specified under Rules 18 or 118 of the rules of Court of the Republic of the Philippines;

"RESOLVED, FURTHER, that the Corporation be authorized to apply for any and all kinds of bonds that may be necessary in connection with any proceedings involving the Corporation, and that the same authorized representative mentioned above be likewise designated as the authorized representative of the Corporation for this purpose;

"RESOLVED, FURTHER, that the Corporation appoint Picazo Buyco Tan Fider & Santos Law Offices as its counsel and also its authorized representative in connection with any of the foregoing matters, with full and necessary authority and powers to give full effect to the same; and

"RESOLVED, FINALLY, that the Corporation grant unto each of said authorized and/or designated representatives full and special power and authority to do or cause to be done, delivered or executed all acts, deeds and things whatsoever necessary to be done in and about the premises and hereby ratifying and confirming all that the said authorized representatives shall lawfully do or cause to be lawfully done by virtue of these resolutions."

VI. ADJOURNMENT

There being no other matters to discuss, the meeting was, on motion duly made and seconded, adjourned.

CERTIFIED CORRECT:

SILVERIO BENNY J. TAN
Corporate Secretary

ATTESTED:

ENRIQUE K. RAZON, JR.
Chairman

MINUTES READ AND APPROVED:

[REDACTED]

JOSE EDUARDO J. ALARILLA
Director

[REDACTED]

CHRISTIAN R. GONZALEZ
Director

[REDACTED]

DONATO C. ALMEDA
Director

[REDACTED]

THOMAS ARASI
Director